
UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of Earliest Event Reported):

December 8, 2011

ADVENTRX Pharmaceuticals, Inc.

(Exact name of registrant as specified in its charter)

Delaware

001-32157

84-1318182

(State or other jurisdiction
of incorporation)

(Commission
File Number)

(I.R.S. Employer
Identification No.)

12390 El Camino Real, Suite 150, San Diego,
California

92130

(Address of principal executive offices)

(Zip Code)

Registrant's telephone number, including area code:

858-552-0866

Not Applicable

Former name or former address, if changed since last report

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On December 8, 2011, the board of directors (the "Board") of ADVENTRX Pharmaceuticals, Inc. (the "Company") increased the number of authorized directors constituting the Board from three to four and appointed Brian M. Culley, the Company's Chief Executive Officer, to the Board, effective immediately, to fill the newly created directorship. Mr. Culley will not receive any additional compensation for his service as a director.

Item 5.03 Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.

As a corporate "clean-up" matter, the Company is permitted under Delaware General Corporation Law to file a certificate of elimination to remove from its certificate of incorporation references to any class or series of stock when no shares of that class or series of stock remain outstanding. The Company previously issued shares of the six series of convertible preferred stock listed below, all of which subsequently were converted into shares of the Company's common stock and are no longer outstanding. On December 8, 2011, the Company filed a Certificate of Elimination of the 0% Series A Convertible Preferred Stock, 5% Series B Convertible Preferred Stock, 5% Series C Convertible Preferred Stock, 4.25660% Series D Convertible Preferred Stock, 3.73344597664961% Series E Convertible Preferred Stock and 2.19446320054018% Series F Convertible Preferred Stock (collectively, the "Series A – F Preferred Stock") with the Secretary of State of the State of Delaware (the "Certificate of Elimination"). The Certificate of Elimination was authorized by the Board and, upon filing, had the effect of eliminating from the Amended and Restated Certificate of Incorporation of the Company, as amended to date, all matters set forth in the Certificates of Designation of Preferences, Rights and Limitations of the Series A – F Preferred Stock. A copy of the Certificate of Elimination is attached as Exhibit 3.1 to this Current Report on Form 8-K and incorporated herein by reference.

On December 8, 2011, the Board approved an amendment to the Company's Amended and Restated Bylaws, effective immediately, to add a new Article X that provides that, unless the Company consents to an alternative forum, the Court of Chancery of the State of Delaware shall be the sole and exclusive forum for (i) any derivative action or proceeding brought on behalf of the Company, (ii) any action asserting a claim of breach of a fiduciary duty owed by any director or officer of the Company to the Company or its stockholders, (iii) any action asserting a claim against the Company arising pursuant to any provision of the General Corporation Law of the State of Delaware, the Company's certificate of incorporation or its bylaws or (iv) any action asserting a claim governed by the internal affairs doctrine. A copy of the Certificate of Amendment of the Amended and Restated Bylaws of the Company is attached as Exhibit 3.2 to this Current Report on Form 8-K and incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

The list of exhibits called for by this Item is incorporated by reference to the Exhibit Index filed with this report.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

ADVENTRX Pharmaceuticals, Inc.

December 9, 2011

By: */s/ Patrick L. Keran*

Name: Patrick L. Keran

Title: President and Chief Operating Officer

Exhibit Index

<u>Exhibit No.</u>	<u>Description</u>
3.1	Certificate of Elimination of the 0% Series A Convertible Preferred Stock, 5% Series B Convertible Preferred Stock, 5% Series C Convertible Preferred Stock, 4.25660% Series D Convertible Preferred Stock, 3.73344597664961% Series E Convertible Preferred Stock and 2.19446320054018% Series F Convertible Preferred Stock of the registrant, dated December 8, 2011
3.2	Certificate of Amendment of the Amended and Restated Bylaws of the registrant, dated December 8, 2011

**CERTIFICATE OF ELIMINATION
OF THE
0% SERIES A CONVERTIBLE PREFERRED STOCK,
5% SERIES B CONVERTIBLE PREFERRED STOCK,
5% SERIES C CONVERTIBLE PREFERRED STOCK,
4.25660% SERIES D CONVERTIBLE PREFERRED STOCK,
3.73344597664961% SERIES E CONVERTIBLE PREFERRED STOCK, AND
2.19446320054018% SERIES F CONVERTIBLE PREFERRED STOCK
OF
ADVENTRX PHARMACEUTICALS, INC.**

Pursuant to Section 151(g) of
the General Corporation Law of the State of Delaware

ADVENTRX PHARMACEUTICALS, INC., a corporation organized and existing under the laws of the State of Delaware (the "Company"), in accordance with the provisions of Section 151(g) of the General Corporation Law of the State of Delaware, hereby certifies as follows:

1. That, pursuant to the authority conferred upon the Board of Directors of the Company (the "Board") by the Company's Amended and Restated Certificate of Incorporation, as amended to date (the "Certificate of Incorporation"), and Section 151 of the General Corporation Law of the State of Delaware, the Board previously, by resolutions duly adopted, authorized the issuance of 1,993 shares of 0% Series A Convertible Preferred Stock, par value \$0.001 per share, 1,361 shares of 5% Series B Convertible Preferred Stock, par value \$0.001 per share, 922 shares of 5% Series C Convertible Preferred Stock, par value \$0.001 per share, 11,283 shares of 4.25660% Series D Convertible Preferred Stock, par value \$0.001 per share, 19,000 shares of 3.73344597664961% Series E Convertible Preferred Stock, par value \$0.001 per share, and 20,000 shares of 2.19446320054018% Series F Convertible Preferred Stock, par value \$0.001 per share (collectively, the "Series A-F Preferred Stock"), in accordance with the provisions of Certificates of Designation of Preferences, Rights and Limitations of the Series A-F Preferred Stock as filed with the office of the Secretary of State of the State of Delaware on June 8, 2009, June 29, 2009, August 5, 2009, October 5, 2009, January 4, 2010, and May 3, 2010, respectively (collectively, the "Series A-F Preferred Certificates of Designation").
2. That no shares of the Series A-F Preferred Stock are outstanding and no shares thereof will be issued subject to the Series A-F Preferred Certificates of Designation.
3. That the Board has duly adopted the following resolutions:

WHEREAS, as of the date of these resolutions, all shares of the Series A-F Preferred Stock that were issued by the Company have been converted into common stock of the Company and no shares of the Series A-F Preferred Stock are outstanding;

WHEREAS, as of the date of these resolutions, no shares of preferred stock of the Company will be issued subject to the Series A-F Preferred Certificates of Designation; and

WHEREAS, it is desirable that all matters set forth in the Series A-F Preferred Certificates of Designation be eliminated from the Certificate of Incorporation.

NOW, THEREFORE, BE IT RESOLVED, that all matters set forth in the Series A-F Preferred Certificates of Designation be eliminated from the Certificate of Incorporation.

RESOLVED, FURTHER, that the officers of the Company be, and each of them individually hereby is, authorized and directed to prepare, execute and file a certificate with the office of the Secretary of State of the State of Delaware setting forth a copy of these resolutions whereupon all matters set forth in the Series A-F Preferred Certificates of Designation shall be eliminated from the Certificate of Incorporation.

RESOLVED, FURTHER, that the officers of the Company be, and hereby are, authorized, jointly and severally, to execute and deliver, for and in the name and on behalf of the Company, any and all certificates, agreements and other documents, and take any and all steps and do any and all things which they may deem necessary or advisable, with the advice of counsel, to effect the purposes of the foregoing resolutions.

RESOLVED, FURTHER, that any actions taken by the officers of the Company prior to the date of these resolutions that are within the authority conferred hereby are hereby ratified, confirmed and approved in all respects as the act and deed of the Company.

4. That, accordingly, all matters set forth in the Series A-F Preferred Certificates of Designation be, and hereby are, eliminated from the Certificate of Incorporation.

IN WITNESS WHEREOF, the Company has caused this Certificate of Elimination to be signed by its duly authorized officer this 8th day of December, 2011.

By: ADVENTRX PHARMACEUTICALS, INC.
/s/ Patrick L. Keran
Patrick L. Keran
President, Chief Operating Officer & Secretary

**CERTIFICATE OF AMENDMENT
OF THE
AMENDED AND RESTATED BYLAWS
OF
ADVENTRX PHARMACEUTICALS, INC.
(a Delaware corporation)**

The undersigned hereby certifies that:

1. I am now and at all times herein mentioned have been the duly elected, qualified and acting secretary of ADVENTRX Pharmaceuticals, Inc., a Delaware corporation (the "Company").

2. By resolutions duly adopted by the Board of Directors of the Company at a meeting of the Board of Directors held on December 8, 2011, a new Article X shall be added to the Amended and Restated Bylaws of the Company, which shall read in its entirety as follows:

**ARTICLE X
FORUM FOR ADJUDICATION OF DISPUTES**

The Court of Chancery of the State of Delaware shall be the sole and exclusive forum for: (i) any derivative action or proceeding brought on behalf of the corporation, (ii) any action asserting a claim of breach of a fiduciary duty owed by any director or officer of the corporation to the corporation or the corporation's stockholders, (iii) any action asserting a claim against the corporation arising pursuant to any provision of the General Corporation Law of the State of Delaware, the Certificate of Incorporation of the corporation or these Bylaws or (iv) any action asserting a claim governed by the internal affairs doctrine; *provided, however*, that the corporation may consent to an alternative forum for any such proceedings upon the approval of the board of directors of the corporation.

3. The aforementioned resolutions have not been modified or rescinded and are, at the date of this Certificate of Amendment, in full force and effect.

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Amendment effective as of December 8, 2011.

By: ADVENTRX PHARMACEUTICALS, INC.
/s/ Patrick L. Keran
Patrick L. Keran
President, Chief Operating Officer and Secretary